

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

RECORDATION NO. 25037-A FILED

JUL 6 '04

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

June 30, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of June 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement being filed concurrently with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, OH 43537

Assignee: ICX Corporation  
2 Summit Park Drive  
Suite 300  
Cleveland, OH 44131

A description of the railroad equipment covered by the enclosed documents is:

30 railcars within the series AEX 8843 – AEX 9249 and MOBX 52589 and MOBX 52533.

Mr. Vernon A. Williams  
June 30, 2004  
Page Two

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm  
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

**SURFACE TRANSPORTATION BOARD**

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of June 30, 2004, by and between The Andersons, Inc. ("Assignor") and ICX Corporation. ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Can-Oat Milling, as Lessee, have heretofore entered into that certain Master Lease Agreement and Rider #R00273, both dated November 12, 2003 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number \_\_\_\_\_.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith  
Gary Smith  
Vice President, Finance and Treasurer

STATE OF OHIO                     )  
COUNTY OF LUCAS            ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 29th day of June, 2004.



Julie Ann Dibble  
Notary Public  
My commission expires 8-20-05  
JULIE ANN DIBBLE  
Notary Public, State of Ohio  
Commission Expires 8-20-05

ASSIGNEE: ICX CORPORATION.

By: *Dennis J. Diemer*  
Name: Dennis J. Diemer  
Title: Vice President

STATE OF OHIO )  
 ) ss:  
COUNTY OF CUYAHOGA )

Before me, a Notary Public, in and for said county and state, personally appeared DENNIS J. DIEMER, the VICE PRESIDENT of ICX Corporation, a n OHIO corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at CLEVELAND, OHIO this 24<sup>th</sup> day of JUNE, 2004.

*Debra A. Grim*  
Notary Public  
My Commission Expires: Dec. 3, 2006

**DEBRA A. GRIM**  
NOTARY PUBLIC • STATE OF OHIO  
My commission expires Dec. 3, 2006

**EXHIBIT A**  
**DEAL # R00273**  
**Can Oat Milling**

	<b>Car Initial</b>	<b>Car Number</b>
1	AEX	9205
2	AEX	8845
3	AEX	9228
4	AEX	9238
5	AEX	9232
6	AEX	9231
7	AEX	9230
8	AEX	9233
9	AEX	9236
10	AEX	9234
11	AEX	9237
12	AEX	8859
13	AEX	8885
14	AEX	9217
15	AEX	8843
16	AEX	9241
17	AEX	9222
18	AEX	9246
19	AEX	9247
20	AEX	9248
21	AEX	9220
22	AEX	9201
23	AEX	9239
24	AEX	8872
25	AEX	9243
26	AEX	9218
27	AEX	9249
28	AEX	9003
29	MOBX	52589
30	MOBX	52533

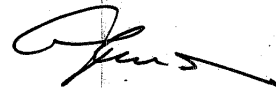
tbd = to be determined

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

7/6/04



\_\_\_\_\_  
Robert W. Alvord